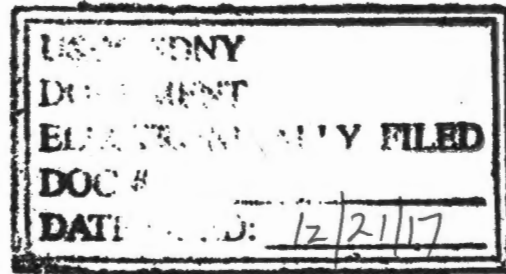


UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK



GUINNESS WORLD RECORDS LIMITED, a  
United Kingdom Limited Company and  
GUINNESS WORLD RECORDS NORTH  
AMERICA, INC.,

Plaintiffs,

v.

SCHOLASTIC, INC.,

Defendant.

Case No. 1:17-cv-07663-SHS

**STIPULATION AND PROPOSED ORDER OF DISMISSAL WITH PREJUDICE**

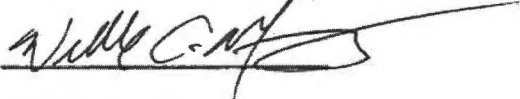
WHEREAS, the parties to this action entered into a Settlement Agreement and Release (the "Settlement Agreement") dated November 30, 2017;

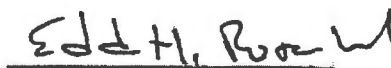
IT IS NOW HEREBY STIPULATED AND AGREED, by and between the parties, and their undersigned counsel, and subject to the approval of the Court, as follows:

1. This action is dismissed pursuant to Rule 41(a)(2) of the Federal Rules of Civil Procedure, with prejudice, and without costs or fees to any party;
2. This Court shall retain jurisdiction over the parties and the subject matter of this action for purposes of enforcing the Settlement Agreement and for purposes of deciding any claim of breach of the Settlement Agreement.

Dated: December 13, 2017

Guinness World Records Limited and Guinness Scholastic Inc.  
World Records North America, Inc.

By: 

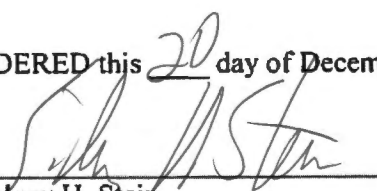
By: 

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SO ORDERED this 20 day of December 2017.

  
\_\_\_\_\_  
Hon. Sidney H. Stein  
United States District Judge